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August 1, 2005

RECORDATION NO. 25742 FILED

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

AUG 2 '05 10-45 AM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company
Leveraged Lease Financing
BNSF 2005-E

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Equipment Lease Agreement (BNSF 2005-E), dated as of August 3, 2005, between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-E Statutory Trust, as lessor (the "Lessor"), and BNSF Railway Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: U.S. Bank Trust National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 11 DC Locomotives bearing the reporting marks within the series BNSF 7650 through BNSF 7660, 89 40' Doublestack Cars - Trinity bearing the reporting marks within the series BNSF 238000 through BNSF 238092, and 56 40' Doublestack Cars - Greenbrier bearing the reporting marks within the series BNSF 237914 through BNSF 237969; all as specifically described in Exhibit A attached hereto.

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A short summary of the document to appear in the index follows:

Memorandum of Equipment Lease Agreement (BNSF 2005-E) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-E Statutory Trust, as Lessor and BNSF Railway Company, as Lessee.

A fee of thirty-three dollars (\$33.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
DC Locomotives	11	BNSF 7650 through BNSF 7660 inclusive
40' Doublestack Cars - Trinity	89	BNSF 238000 through BNSF 238064 inclusive, BNSF 238068 through BNSF 238071 inclusive, BNSF 238073 through BNSF 238092 inclusive
40' Doublestack Cars - Greenbrier	56	BNSF 237914 through BNSF 237969 inclusive

AUG 2 '05 10-45 AM

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(BNSF 2005-E)

SURFACE TRANSPORTATION BOARD

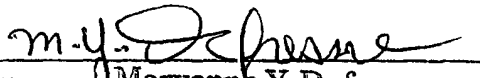
Memorandum of Equipment Lease Agreement, made and entered into as of August 3, 2005, by and between U.S. Bank Trust National Association, as Owner Trustee, a national banking association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-E Statutory Trust, as Lessor ("*Lessor*"), and BNSF Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2005-E), dated as of August 1, 2005 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By 
Name: Maryanne Y. Dufresne
Title: Vice President

Executed on this 29th day of JULY,
2005.

BNSF RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of _____,
2005.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of _____,
2005.

BNSF RAILWAY COMPANY

By  _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 28th day of July,
2005.

STATE OF Connecticut)
COUNTY OF Hartford) SS:

On this, the 29th day of July, 2005, before me, a Notary Public in and for said County and State, personally appeared Mary Anne Dufresne, who being by me duly sworn, says that (s)he is the Vice-President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on July 29, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Karen R. Felt
Name: KAREN R. FELT
Notary Public NOTARY PUBLIC
My Commission Expires 02/28/2009
My Commission Expires:
Residing in Middletown, Connecticut

STATE OF TEXAS)
COUNTY OF TARRANT) SS:

On this ____ day of _____, 2005, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed and sealed on _____, 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public -
My Commission Expires:
Residing in

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of _____, 2005, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on _____, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

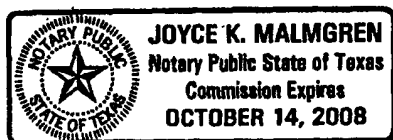
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 28th day of July, 2005, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed and sealed on July 28, 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Joyce K. Malmgren
Name:
Notary Public -
My Commission Expires:
Residing in J K MALMGREN
4563 SUNSWEPT COURT
FORT WORTH, TX 76137-5460

EXHIBIT A**UNITS**

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DC Locomotives	11	BNSF 7650 through BNSF 7660 inclusive
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40' Doublestack Cars - Greenbrier	56	BNSF 237914 through BNSF 237969 inclusive